

Navy Yacht Club Long Beach

Bylaws

ARTICLE I: ORGANIZATION:

Section 1: The NAVY YACHT CLUB LONG BEACH (NYCLB) is a non-profit mutual benefit corporation organized under the California Non-profit Mutual Benefit Corporation Law of the State of California with a tax-exempt status under provisions of section 501 (C) (7) of the Internal Revenue Code and is an organizational member of the U.S. Naval Sailing Association. Within these Bylaws it shall be referred to as "NYCLB" or "the Club."

Section 2: NYCLB shall maintain organizational membership in U.S. Sailing, so as to allow NYCLB to be permitted as an Organizing Authority for sailboat races.

ARTICLE II: OBJECTIVES:

Section 1: The primary objective of the Club is to provide a social identity for the active duty, retired, reserve, National Guard and veteran military community of the greater Los Angeles and Orange County areas.

Section 2: To promote opportunities for Club members to participate in all types of boating activities and related social functions, encouraging interaction between members of this club and those of other yacht clubs and boating organizations.

Section 3: To promote seamanship, water safety and clean and responsible boating.

Section 4: To support, participate in, and conduct Corinthian activities such as racing, cruising, parades, displays, and waterfront social events.

Section 5: To maintain NYCLB's Military Heritage, honoring and supporting our member and community veterans and active duty and retired military through approved community outreach programs.

ARTICLE III: OFFICERS:

Section 1: Flag Officers: The Flag Officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, Junior Staff Commodore, Fleet Captain and Port Captain. Except for the Junior Staff Commodore, the Flag Officers are elected annually as provided in ARTICLE VI.

Section 2: Junior Staff Commodore: The immediate past Commodore shall be designated as Junior Staff Commodore and shall serve as a Flag Officer during the year such designation is in effect.

Section 3: Staff Officers: The Commodore shall appoint a Secretary, Treasurer, Membership Chair, and such other staff officers as he or she shall deem necessary. The appointment of these officers or any change in their duties shall require the approval of the Board of Directors.

Appointment as a staff officer does not entitle a person to vote at a meeting of the Board of Directors.

Section 4: Order of Succession: In the absence of the Commodore, the order of succession shall be: Vice Commodore, Rear Commodore, Fleet Captain, and Port Captain.

ARTICLE IV: DUTIES OF OFFICERS

Section 1: Commodore: The Commodore is the chief executive officer of the Club and shall preside at all meetings of the Club and of the Board of Directors. The Commodore shall be responsible for: (a) executing the provisions of the Bylaws and regulations of the Club, (b) appointing officers and committees as provided herein, (c) serving as an ex-officio member of all committees, and (d) signing all written contracts, conveyances and obligations of the Club which have been approved by the Board of Directors.

Section 2: Vice Commodore: The Vice Commodore shall assist the Commodore in the supervision and management of Club affairs and, in the absence of the Commodore, officiate and act for the Commodore. It shall be the specific duty of the Vice Commodore to be the Club activities coordinator and as such, the Vice Commodore shall supervise arrangements for social events and programs for general membership meetings.

Section 3: Rear Commodore: The Rear Commodore shall assist the two senior Flag Officers in the discharge of their duties and, in their absence, officiate and act in their stead. It shall be the specific duty of the Rear Commodore to act as the Club administrator and to supervise and be an ex-officio member of all administrative committees, be a member of the Membership Committee, and act as Corporate Secretary-Treasurer. In addition, the Rear Commodore shall supervise the publication and distribution of the monthly newsletter, known as the Scuttlebutt, and the annual Directory, along with maintaining the official records of the Club.

Section 4: Fleet Captain: The Fleet Captain is the leader of the fleets and shall plan, direct, and supervise all training, races, competitions, and cruises; appoint, supervise, and be an ex-officio member of all fleet committees, including a Race Committee.

Section 5: Port Captain: The Port Captain is the leader of our port facilities and shall oversee the usage and maintenance of the Clubhouse, storeroom, grounds and equipment. They shall coordinate with the Vice Commodore and Fleet Captain regarding social and boating events. They shall account for all monies spent and received for Clubhouse activities and maintenance.

Section 6: Junior Staff Commodore: The Junior Staff Commodore shall provide advice and counsel to the Flag Officers and the Board of Directors on matters relating to continuity of purpose generated by past administrations. As such, the Junior Staff Commodore shall establish and maintain liaison between the Club and other yachting organizations, be an ex-officio member of all Policy Committees, Chair Opening Day, Chair the Nominating Committee, and serve as advisor to the Commodore on future plans, facilities and finances. The Junior Staff Commodore shall provide an orientation to all new Board Members to include the purpose and responsibilities of being a Board Member and the responsibilities of being a Flag Officer.

Section 7: Secretary: The Secretary shall keep a true record of the proceedings of the Club and the Board of Directors, and authenticate same. Together with the Commodore, the

Secretary shall sign and execute all contracts, conveyances and obligations of the Club as necessary, give notice of all meetings, attend to all Club correspondence, and perform such other duties as may be specified by the Board of Directors.

Section 8: Treasurer: The Treasurer shall administer the finances of the Club, including keeping all funds of the Club in a bank account in the name of the Club, depositing all money received therein, maintaining a proper account of all receipts and expenses, paying all approved bills, and making a monthly report to the Board of Directors. The Treasurer shall assist the Finance Committee in the preparation of an annual budget and perform such other duties as may be specified by the Board of Directors.

Section 9: Other Staff Officers: Duties of all other staff officers shall be defined in the NYCLB Policy & Procedures Manual or as directed by the Commodore in connection with their appointment.

ARTICLE V: COMMITTEES

Section 1: Standing Committees: The Commodore shall appoint the following committees, and designate the chair of each:

- a) The Finance Committee, which shall prepare an annual budget with the assistance of the Club Treasurer and submit it to the Board of Directors for approval at its January meeting.
- b) The Audit Committee, which shall examine the accounts and financial records of the Club after the books are closed for the month of December and report its findings and recommendations to the Board of Directors not later than March 31.
- c) The Membership Committee, which shall investigate and pass on the eligibility of all applicants for membership. The committee shall exert its best efforts to secure qualified and desirable new members and to retain old ones. The Rear Commodore is a standing member of this committee.
- d) The Long Range Planning Committee, which shall evaluate the Club facilities for potential improvements and maintenance and develop such plans as are necessary to accomplish such projects. The committee will then be tasked to oversee such projects as approved and directed by the Board of Directors.

Section 2: Ad Hoc Committees: The Commodore may appoint such ad hoc committees as deemed necessary for the conduct of the Club's affairs.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the Commodore, Vice Commodore, Rear Commodore, Junior Staff Commodore, Fleet Captain, Port Captain and four (4) Directors-at-large.

Section 2: The corporate powers of the Club shall be exercised by the Board of Directors. Five Directors shall constitute a quorum for the transaction of business, and every act or decision of the Directors present. A meeting at which a quorum is present shall be considered as the act of

the Board of Directors as a whole. All Board members are expected to attend all regular and special board meetings as may be scheduled.

Section 3: Regular meetings of the Board of Directors shall normally be held in the second week of each month at such time and place as notified by the Secretary. Meetings shall be open to all members to observe or address the Board when recognized by the Chairperson.

Section 4: Special meetings of the Board of Directors may be called on the order of the Commodore or of two Directors, who shall give notification of the time, place and purpose of the meeting at least twenty-four (24) hours prior to the meeting. The meeting shall be limited to the purpose stated in the notice and no other matters shall be considered. A quorum of the Board is required for the conduct of business. Special Meeting attendance may be restricted when the Notice is issued and limited to Board Members, Officers as requested by the Board, or any individuals requested by the Board. Records of closed Special Meetings shall be published as required by law.

Section 5: Any regular or special meeting of the Board of Directors may be conducted through the use of conference telephone, electronic video screen communications or electronic transmission by and to the Club and such participation through such use constitutes presence of the person so long as all persons at the meeting are able to hear one another.

Section 6: Roberts Rules of Order shall be the authority for the settlement of all disputes about rules of order at all meetings. The Board member who makes a motion that is passed shall be responsible to carry out any action required by the motion unless otherwise specified in the motion.

Section 7: Election Process: An Annual Membership Meeting shall be held each year in the month of November, where the Flag Officers and Directors which have been elected by ballot will be introduced to the membership. That election shall take place in the following manner:

- a) There shall be a Nominating Committee, consisting of the Junior Staff Commodore as its Chair, and the Commodore. In addition, the Board of Directors shall designate a Staff Commodore (or recent past Director), and two Regular or Associate members to serve on the Nominating Committee. The Nominating Committee shall be announced at the Board of Directors meeting no later than August of each year. The Nominating Committee shall follow the procedural guidelines as set by the Board of Directors.
- b) The Nominating Committee shall nominate one person for each of the offices of Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Port Captain, and up to four (4) nominees for the open Director-at-Large positions. Recommendations may be made by any voting member in writing to the Jr. Staff Commodore and the nominating committee members up until September 20. The Nominating Committee shall not be bound by this date and shall have the right and duty to submit the best slate to the membership for a vote. No member of the Committee may be nominated to fill any office. The Nominating Committee shall identify the slate of candidates by majority vote. It shall then inform the slate of candidates to the Board of Directors, prior to its posting.
- c) In addition to the nominees put forth by the Nominating Committee, a member eligible for office may self-nominate for a single Board of Directors position by submitting to the Jr. Staff Commodore a petition signed by at least 10 members eligible to vote at elections.

Self-nominees shall be included on the ballot and may participate in election-related events in the same manner as candidates identified by the Nominating Committee.

- d) The Election Committee shall mail the approved ballot to the membership on a numbered ballot or electronically notified/provided by secure Email or Website prior to the annual General Membership meeting. The ballot shall distinguish between nominees selected by the Nominating Committee and self-nominees. One space will be provided adjacent to each open Board of Director position on the ballot for use by the voting member to provide a write-in alternate candidate to the one(s) the listed on the ballot.
- e) All numbered ballots must be completed and in the hands of the designated election official by mail or in person by the date indicated on the ballot in order to be counted.
- f) Should a tie occur on the ballot, then a second election shall take place for that office or offices. The second ballot will only contain the disputed offices/position and will be similar to the original ballot. The results will be posted as prescribed elsewhere.

Section 8: Term of Office

- a) Flag Officers shall assume office on 1 January of the year following their election and shall serve for one (1) year.
- b) Directors-at-Large shall assume office on January 1 of the year following their election and shall serve for two (2) years. Half of the Director terms shall be offset from the others by one year.
- c) No person shall serve more than 4 consecutive years in any single Board of Directors position.

Section 9: Any vacancy occurring in the office of Commodore, Vice Commodore, Fleet Captain, Port Captain or Rear Commodore shall be filled for the remainder of the term from the Board of Directors, when possible. Any vacancy in a Director-at-Large position shall be filled for the remaining term by the candidate who received the next highest number of votes for Director-at-Large in the previous election or, if no such candidate exists or is willing to serve, by majority vote of the remaining Directors.

Section 10: At least 21 days prior to the annual General Membership meeting, any other items to be voted upon shall be sent to all Regular and Associate Members (voting members) of the Club and shall have a page containing the recommendations of the Board of Directors, the name and address of the official(s) appointed to conduct the election, and a numbered ballot. All numbered ballots must be completed and in the hands of the designated election official by mail or in person by the date indicated on the ballot in order to be counted.

Section 11: Election Committee

- a) The Board of Directors shall elect an Election Committee to coordinate with the Nominating Committee and administer the election. The Chair will report to the Commodore.
- b) No member of the Nominating Committee or candidate for any position shall be on the Election Committee.
- c) The Election Committee is responsible for:

1. Receiving slate and nominee biographies from Nominating Committee and self-nominees and entering them into the election system.
 2. Setting the election schedule at the direction of Commodore, with ballots transmitted to membership at least twenty-one (21) days before the Annual Meeting.
 3. Transmitting election results to Commodore at least one (1) day prior to the Annual Meeting.
- d) The Election Committee shall follow the procedural guidelines as set by the Board of Directors.

Section 12: Policy and Procedures Manual

- a) The Board of Directors shall establish and maintain a NYCLB Policy and Procedures Manual.
- b) A copy of the Policy and Procedures Manual shall be maintained at the Club facility and available to all members and guests.

ARTICLE VII: MEMBERSHIP

Section 1: The Club shall have six (6) classes of members which are Regular, Associate, Auxiliary, Corinthian, Junior and Honorary.

Section 2: All classes of members are entitled to participate in Club activities, social events and cruises and to fly the Club Burgee.

- a) Only Regular and Associate Members in good standing may vote in any General Election.
- b) Only Regular Members, Associate Members, or eligible Auxiliary Members may hold office, and as such, whether elected or appointed, shall have the right and duty to vote on Board or committee matters while seated on either or both.

Section 3: Application for Regular, Associate, Corinthian, or Junior membership shall be made in writing to the Club. The application must be signed by a current member in good standing and accompanied by fees, copies of documents proving eligibility, and dues as established by the Board of Directors. The Membership Chairman shall verify that the applicant is eligible for membership and present the application to the Board for consideration at its next regular meeting. The application shall be accepted unless there is evidence of non-eligibility or grievous cause.

Section 4: Eligibility Requirements for new members

- a) ***Regular Membership***—must be one of the following:
 1. Active duty of the U.S. Military Services (including drilling reservists and members of the Coast Guard and National Guard)
 2. Veterans of the U.S. Military Services discharged under honorable conditions (DD-214)

3. Spouse of a deceased regular member (without an additional initiation fee)

b) **Associate Membership**—must meet one of the following:

1. DOD civilian employees or retirees.
2. Be the natural or adoptive adult child of a Regular or Associate member.
3. Corinthian Members who have completed a minimum of one full year of continuous service (such members shall be automatically upgraded to Associate Membership on the next January 1).
4. Auxiliary Member of the U.S. Coast Guard.
5. American Legion members (and American Legion Auxiliary and Sons of the American Legion members).
6. Active/Retired Law Enforcement and Fire Department.
7. Widows/Widowers of deceased military, veterans, retired military, Associate Members.

c) **Auxiliary Membership**

1. A spouse or partner of a Regular, Associate, or Corinthian member. Auxiliary member must be listed on application or renewal form, and is included in their sponsors annual membership dues. Only their spouse/partner may vote in the election of Officers and Directors.
2. Auxiliary Members who are the spouse or partner of a Regular or Associate Member may run for and serve as a flag officer or director but Auxiliary Member and their Regular or Associate member spouse/partner may not serve on the Board of Directors at the same time.

d) **Corinthian Membership**

1. Corinthian Membership may be granted to any person who is at least twenty-one (21) years of age who commits to supporting NYCLB's objectives, as stated in ARTICLE II above.
2. Must be sponsored by a Regular, Associate or Auxiliary member in good standing.
3. Complete application and submit to Rear Commodore for review and submittal for Board approval (pay initiation fee and annual membership dues).
4. May serve as an appointed Officer or member of a committee but not on the Board of Directors.

e) **Junior Membership** - must meet one of the following: Be enrolled in a Junior ROTC Program or Sea Cadet Program.

- f) **Honorary Membership:** Honorary Membership may be granted by the Board of Directors to any person whom the Club especially desires to honor. There shall be no other eligibility and they shall be exempt from payment of fees and dues. Honorary Members shall not vote or hold elective office. Honorary Membership shall be for the current calendar year, but there is no prohibition against the same person being granted such membership in subsequent years.

Section 5: Distinctions for members for the purpose of membership dues include:

- a) **Lifetime Membership** is granted by the Board of Directors to a member whom the Club especially desires to honor for outstanding contributions to the Club. A spouse or partner of a Lifetime Member is also granted a non-transferable Lifetime Membership.
- b) **Non-Resident Status** shall be granted upon application by any Member whose domicile is located outside of Los Angeles or Orange Counties and who do not have a yacht in Los Angeles or Orange Counties. Non-resident status shall be rescinded upon the member's return to the Club perimeter. The Board may establish lower annual dues or other stipulations for Non-Resident Status Members.

Section 6: The Board of Directors shall be empowered to set such membership fees and dues as are required for the operation of the Club, and they shall be payable at such time and place as the Board may specify.

Section 7: No member in arrears for dues or other indebtedness to the Club shall be eligible to hold office, vote, or otherwise participate in any Club meeting or activity. A member shall be considered in arrears when dues or other indebtedness are outstanding sixty days after they are due.

Section 8: Annual dues are due January 1st of each year and payment is to be made to the Membership Chair. Notification of this is to be published in the December, January, and February issues of the Scuttlebutt. Members who have not paid their annual dues by 1 March of each year will be considered in arrears and the Membership Chair shall notify such members by mail/email that they are being dropped from the active rolls, will not be listed in the current yearbook, and will not receive the monthly newsletter. A member may be reinstated by paying all dues outstanding at the time of reinstatement, or the current initiation fee plus current year dues, whichever is less.

Section 9: The Membership Chair shall report to the Board at the March meeting all members being dropped and shall report all reinstatements to the Board at regular monthly meetings. For indebtedness other than dues the Treasurer shall notify such members by registered mail that they are in arrears and have thirty days from receipt of such notice to pay or the Board will consider termination of their membership. If the Board so terminates, the Membership Chair shall notify the member by registered mail of such termination and advise that the member may be reinstated upon payment of all indebtedness to the Club at the time of reinstatement.

Section 10: All resignations must be submitted to the Board of Directors in writing.

ARTICLE VIII: DISCIPLINE

Section 1: Any member accused of a serious infraction of the Bylaws or regulations of the Club or unbecoming conduct is subject to disciplinary action which may include formal reprimand,

suspension of Club privileges or expulsion. Before such action is taken, the member shall be given notice of the nature of the alleged infraction and shall have an opportunity to be heard by a quorum of the Board of Directors at a meeting held at least 5 and no more than 10 days after the date of the notice. Disciplinary action may be imposed by a vote of a 2/3 majority of the Board Members present at such meeting. Notice may be given by electronic mail and meetings may be held telephonically. Members are held responsible for the conduct of their guests.

Section 2: The Board of Directors may, at its discretion, reconsider any restriction or expulsion imposed against a member. However, each member of the Board must be notified in writing at least one week before the meeting that such previous action will be brought up for reconsideration.

ARTICLE IX: MEMBERSHIP MEETINGS AND VOTING

Section 1: There shall be one **Annual Membership Meeting** of the Club in November of each year. Other meetings shall be fixed by the Board of Directors.

Section 2: Special Membership Meetings may be called on the order of the Commodore or, by the majority of the Board of Directors, who shall give notification of the time, place and purpose of the meeting at least ten (10) days prior to the meeting. Special Membership Meetings shall be limited to the purpose stated in the Notice and no other matters shall be considered.

Section 3: At any membership meeting, each Regular and Associate Member in good standing shall be entitled to vote. Voting by proxy shall not be allowed. The Board may permit members to participate in meetings and votes to be cast remotely through electronic means, including email or secure online platforms or other approved communication methods.

Section 4: Fifteen percent (15%) of the Regular and Associate Members of the Club in good standing shall constitute a quorum at any meeting thereof and is required for the conduct of official business. A valid vote of the membership shall require the participation of at least fifteen percent (15%) of eligible voting members. If fewer than 15% of eligible voters cast a ballot, the vote shall be rescheduled by the Board.

Section 5: The Club shall not loan nor borrow money nor contract any debt or obligation except upon the resolution passed by the affirmative vote of a majority of the Regular and Associate Members at any annual or special meeting called and noticed for such purpose with a quorum present.

ARTICLE X: AMENDMENTS

Section 1: These Bylaws may be repealed or amended or new Bylaws may be adopted provided that the proposal to repeal, amend or adopt new Bylaws is first approved by the Board of Directors and then adopted by the majority vote of Regular and Associate Members at any meeting held in accordance with ARTICLE IX. Each Voting Member shall be notified in writing or through electronic means, including email or secure online platforms, or other approved communication methods, of the meeting and the proposed amendment to be considered at least twenty one (21) days prior to the meeting.

Section 2: Any changes to the Bylaws must be publicly posted on the Club premises within one week of approval and a notice of such posting shall be made to the General Membership by email or through the Scuttlebutt or NYCLB website.

ARTICLE XI: PUBLICATIONS

Section 1: Newsletter: The newsletter shall normally be published and distributed monthly either electronically or by mail. The newsletter shall be called the Scuttlebutt and provide members with information on Club activities and official notices of Club business. The newsletter shall be approved by the Commodore prior to publication.

Section 2: Annual Directory: An annual directory shall be prepared and distributed to all members in May of each year. At minimum it will contain a roster of all members in good standing on 1 March, the Club history, a roster of current Flag Officers, Directors, Staff Officers, and the Bylaws of the Club.

Additional material may be added at the discretion of the Board. This directory may be in printed form or made available to the membership through the club's website. The directory shall be approved by the Commodore prior to publication.

Section 3: Use of Club Roster: The Club directory or membership data may only be used for matters related to Club events or governance, and not for business or other solicitations. This includes email addresses, mailing addresses and telephone numbers. No member may use, share, sell, or distribute such information for business promotions, advertisements, fundraising, or any other commercial activity. However, members may use directory information to contact one another for personal, non-commercial purposes that do not involve sales or solicitation.

ARTICLE XII: CLUB BURGEE

The distinguishing signal of the Club shall be a pointed pennant, the hoist to be two-thirds ($\frac{2}{3}$) the length. The hoist shall be divided into thirds. From the hoist, three fields coverage towards the point, intersecting the outer dimensions of the pennant five-sixth ($\frac{5}{6}$) of the distance from the hoist to the tip of the fly.

The upper and lower fields shall be navy blue. The center field shall be gold, with a five-pointed navy blue heaven-pointing star whose diameter is one-fifth ($\frac{1}{5}$) the length of the hoist and centered one-sixth ($\frac{1}{6}$) the length of the fly from the hoist.

ARTICLE XIII: ASSETS AND PROPERTY RIGHTS

Section 1: No member of this Club shall have any right, title or interest whatsoever in or to any of the property or assets which the Club may have or hereafter acquire.

Section 2: Upon the dissolution of the Club, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the Directors or persons in charge of the liquidation shall pay over such remaining assets to a non-profit fund, foundation or corporation which is organized and operated exclusively for non-profit purposes and which has established its tax exempt status under section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).